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January 10, 1994

VIA HAND DELIVERY

Mr. Sidney L. Strickland Jr.
Secretary
Interstate Commerce Commission
Twelfth St. and Constitution Ave., N.W.
Washington, D.C. 20423

0100084035

RECORDATION NO. 18192-A FILED 1994

JAN 10 1994 - 11 15 AM

INTERSTATE COMMERCE COMMISSION

Dear Secretary:

I have enclosed an original and one certified copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The document is a Total Release of Chattel Mortgage which is a secondary document, dated December 30, 1993. The primary document to which it relates is recorded under Recordation Number 18192.

The names and addresses of the parties to the document are as follows:

Mortgagor: Residual Based Finance Corp.
Three First National Plaza
Suite 1240
Chicago, Illinois 60602

Mortgagee: Old Kent Bank
105 S. York Street
Box C26
Elmhurst, Illinois 60126

LICENSING BRANCH

JAN 10 11 12 AM '94

RECEIVED
OFFICE OF THE
SECRETARY

A description of the equipment covered by the documents are set forth in Exhibit A attached to this letter and made a part hereof.

A fee of \$18.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

Halpin J. Burke, Thompson & Mitchell, 700 14th Street,
N.W., Suite 900, Washington, D.C. 20005.

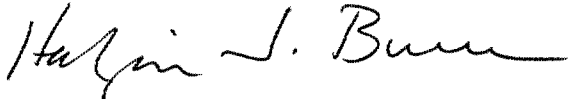
January 10, 1994
Page 2

A short summary of the documents to appear in the index follows:

Total Release of Chattel Mortgage dated December 30, 1993 between the Mortgagor and Mortgagee and covering railroad cars as shown on Exhibit A to the Documents.

Very truly yours,

THOMPSON & MITCHELL

By 
Halpin J. Burke

HJB/

Enc.

EXHIBIT A

DESCRIPTION OF ITEMS OF EQUIPMENT

Description, Original Mark and Number of
Items of Equipment

A. 355 50 foot, 70 ton box cars,
originally bearing numbers and car marks
within the range of SLSF 42100-42499,
inclusive, and now bearing the numbers
and car marks set forth below;
manufactured by ACF Industries,
Incorporated

B. 184 100-ton covered hopper cars,
originally bearing numbers and car marks
within the range of SLSF 78000 - 78199,
inclusive, and now bearing the numbers
and car marks set forth below;
manufactured by Pullman Incorporated

Present Car Marks and Numbers:

BOXCARS

BN 214302-214304 inclusive
BN 214306-214339 inclusive
BN 214341-214345 inclusive
BN 214347-214369 inclusive
BN 214371
BN 214374
BN 214376-214379 inclusive
BN 214381-214396 inclusive
BN 214398-214416 inclusive
BN 214418-214422 inclusive
BN 214424-214436 inclusive
BN 214438-214440 inclusive
BN 214442-214443 inclusive
BN 214445-214455 inclusive
BN 214457-214474 inclusive
BN 214476-214479 inclusive
BN 214481-214489 inclusive
BN 214491-214494 inclusive
BN 214496-214498 inclusive
BN 214500-214509 inclusive
BN 214511-214516 inclusive
BN 214520

BN 214522-214533 inclusive
BN 214535-214538 inclusive
BN 214540
BN 214542-214548 inclusive
BN 214550-214551 inclusive
BN 214553-214569 inclusive
BN 214571-214586 inclusive
BN 214588
BN 214590-214598 inclusive
BN 214600-214609 inclusive
BN 214611-214620 inclusive
BN 214622-214625 inclusive
BN 214627-214628 inclusive
BN 214630-214635 inclusive
BN 214637-214639 inclusive
BN 214642-214650 inclusive
BN 214653-214671 inclusive
BN 214673-214692 inclusive
BN 214694-214699 inclusive
SLSF 42440
SLSF 42493

TOTAL 355 BOXCARS

COVERED HOPPERS

BN 438100-438113 inclusive
BN 438116-438125 inclusive
BN 438127
BN 438130-438142 inclusive
BN 438145-438148 inclusive
BN 438150-438153 inclusive
BN 438155-438198 inclusive
BN 438200-438201 inclusive
BN 438203-438206 inclusive
BN 438209-438210 inclusive
BN 438212-438218 inclusive
BN 438220-438222 inclusive
BN 438224-438228 inclusive
BN 438230-438233 inclusive
BN 438235-438250 inclusive
BN 438253-438258 inclusive
BN 438261-438264 inclusive
BN 438266-438269 inclusive
BN 438271-438273 inclusive
BN 438275-438280 inclusive
BN 438282-438299 inclusive

SLSF 78028
SLSF 78029
SLSF 78043
SLSF 78044
SLSF 78049
SLSF 78054
SLSF 78102
SLSF 78123
SLSF 78159
SLSF 78160

TOTAL 184 COVERED HOPPERS

RECORDATION 18192-A

TOTAL RELEASE OF CHATTEL MORTGAGE

JAN 10 1994 -11 15 AM

INTERSTATE COMMERCE COMMISSION

The undersigned, Old Kent Bank, an Illinois banking corporation ("Bank"), hereby releases and terminates the Chattel Mortgage and Security Agreement-G dated as of April 7, 1993 between Bank and Residual Based Finance Corporation, an Illinois corporation ("RBF"), recorded with the Interstate Commerce Commission on April 9, 1993 and receiving Recordation Number 18192.

Dated: December 30, 1993

OLD KENT BANK

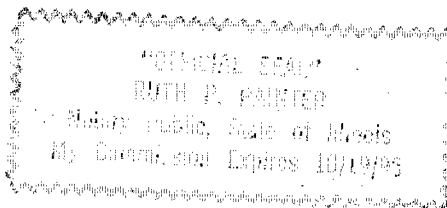
By: [Signature]
Title: V.P.

State of Illinois)
County of DuPage) ss:
~~Cook~~)

On this 30th day of December, 1993, before me, personally appeared Michael J. Milligan, to me personally known, who being by me duly sworn, says that (s)he is the Vice President of Old Kent Bank, an Illinois banking corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

[Signature]
Signature of Notary Public



My commission expires _____

Subscribed and sworn to before me
this _____ day of _____, 1993.

Notary Public